

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 134040



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Willis of North Carolina, Inc. *(LO) 134040 consent*

2. It is incorporated under the laws of North Carolina

3. The name, if different, which it elects to use in Rhode Island is:
(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
n/a
(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
n/a

4. The date of its incorporation is October 16, 1989 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 301 South Tryon Street, Suite 2600, Charlotte, NC 28282

6. The address of its proposed registered office in Rhode Island is 123 Dyer Street
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT Corporation System
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Insurance brokerage and all matters related thereto.

	<u>Name</u>	<u>Address</u>
Director	<u>Mary E. Caiazza</u>	<u>26 Century Blvd, Nashville, TN 37214</u>
Director	<u>Charles D. Hamilton</u>	<u>26 Century Blvd, Nashville, TN 37214</u>
President	<u>Eric P. Hein</u>	<u>301 S Tryon St, Ste 2600, Charlotte, NC 28282</u>
Vice President	<u>Mary E. Caiazza</u>	<u>26 Century Blvd, Nashville, TN 37214</u>
Treasurer	<u>C. William Mooney</u>	<u>26 Century Blvd, Nashville, TN 37214</u>
Secretary	<u>Holly Gay Young</u>	<u>26 Century Blvd, Nashville, TN 37214</u>

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AUG 08 2003
By 1209
Caiazza

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common	n/a	\$1.00 par value per share

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common	n/a	\$1.00 par value per share

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 641,032.00

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 14,888,521.00

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.00

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 7/17/2003

Willis of North Carolina, Inc.
Print Exact Name of Corporation Making Application

By Lynn E. Pollan

President or Vice President (check one)

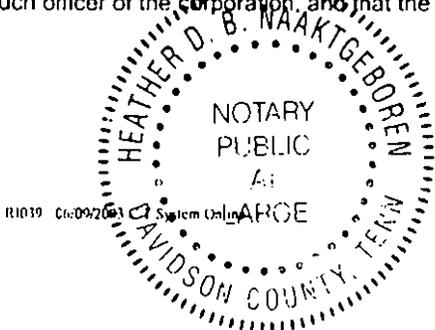
By Holly Gay Young

Secretary or Assistant Secretary (check one)

STATE OF Tennessee
COUNTY OF Davidson

In Tennessee, on this 17th day of July, 2003, personally appeared before me Lynn E. Pollan and Holly Gay Young who, being by me first duly sworn, declared that he/she is the Vice President and Secretary, respectively of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Heather D. B. Naaktgeboren
Notary Public Heather D. B. Naaktgeboren
My Commission Expires: May 30, 2007



Willis

July 28, 2003

Telephone: 615-872-3000
Website: www.willis.com

Direct Line: 615-872-3446
Direct Fax: 615-872-3875
E-mail: naaktgeboren_ha@willis.com

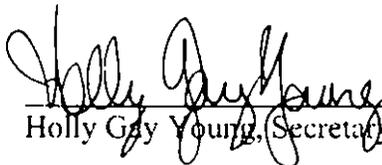
State of Rhode Island and Providence Plantations
Secretary of State
Corporations Division
100 North Main Street, 1st Floor
Providence, RI 02903-1335

Dear Sir or Madam:

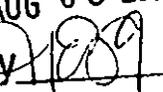
I, the Secretary of the corporations listed below, hereby grant Consent to Use of the Name, Willis of North Carolina, Inc., a corporation incorporated under the laws of the State of North Carolina, for the purpose of doing business in Rhode Island.

Dated: July 28, 2003

Willis of Massachusetts, Inc.



Holly Gay Young, Secretary

FILED
AUG 08 2003
By 

Willis North America Inc.
26 Century Boulevard
PO Box 305026
Nashville, TN 37230-5026